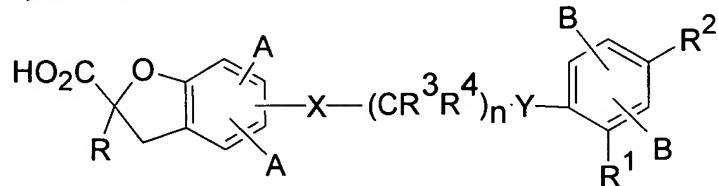


**AMENDMENTS TO THE CLAIMS**

This listing of Claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (original) A compound having Formula I, or a pharmaceutically acceptable salt thereof, wherein



I

R is selected from a group consisting of

- (a) C<sub>1</sub>-C<sub>6</sub> alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl, and
- (b) -(CH<sub>2</sub>)<sub>0-2</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl, wherein said cycloalkyl is optionally substituted with 1-2 groups independently selected from halogen, CH<sub>3</sub>, and CF<sub>3</sub>;

R<sup>1</sup> is selected from a group consisting of

- (a) Cl
- (b) F,
- (c) C<sub>1</sub>-C<sub>4</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl, and
- (d) -(CH<sub>2</sub>)<sub>0-2</sub>C<sub>3</sub>-C<sub>6</sub> cycloalkyl, wherein said cycloalkyl is optionally substituted with 1-3 groups independently selected from halogen, CH<sub>3</sub>, and CF<sub>3</sub>;

R<sup>2</sup> is selected from a group consisting of

- (a) -OC<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl,
- (b) -SC<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl,
- (c) (CH<sub>2</sub>)<sub>0-3</sub>C<sub>3</sub>-C<sub>6</sub>cycloalkyl, wherein said cycloalkyl is optionally substituted with 1-3 groups independently selected from halogen, CH<sub>3</sub>, and CF<sub>3</sub>; and

(d) C<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl;

Each R<sup>3</sup> and each R<sup>4</sup> is independently selected from a group consisting of H, Cl, F, and C<sub>1</sub>-C<sub>3</sub>alkyl, wherein C<sub>1</sub>-C<sub>3</sub>alkyl is optionally substituted with 1-3 halogens independently selected from Cl and F;

The substituents A may be alike or different and are each independently selected from the group consisting of:

- (a) H,
- (b) Halogen,
- (a) C<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl, and
- (b) -O C<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl;

The substituents B may be alike or different and are each independently selected from the group consisting of:

- (a) H,
- (b) Halogen,
- (c) C<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl, and
- (d) -O C<sub>1</sub>-C<sub>6</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl;

X and Y are independently selected from O, S, and CR<sup>3</sup>R<sup>4</sup>; and

n is an integer from 1-3.

2. (original) A compound according to Claim 1, wherein X and Y are each independently selected from S and O.

3. (original) A compound according to Claim 2, wherein X and Y are O.

4. (original) A compound according to Claim 1, wherein each R<sup>3</sup> and each R<sup>4</sup> is independently selected from H, Cl, F, CH<sub>3</sub>, and CF<sub>3</sub>.

5. (original) A compound according to Claim 1, wherein R<sup>3</sup> and R<sup>4</sup> are H.

6. (original) A compound according to Claim 1, wherein R is C<sub>1</sub>-C<sub>4</sub> alkyl, which is optionally substituted with 1-3 F.

7. (original) A compound according to Claim 1, wherein each A and each B is independently selected from the group consisting of H, Cl, F, Br, CH<sub>3</sub>, CF<sub>3</sub>, -OCH<sub>3</sub>, and -OCF<sub>3</sub>.

8. (original) A compound according to Claim 7, wherein each A and each B are H.

9. (original) A compound according to Claim 1, wherein R<sup>1</sup> is selected from the group consisting of Cl and C<sub>2</sub>-C<sub>4</sub>alkyl, which is optionally substituted with 1-5 halogens independently selected from F and Cl.

10. (original) A compound according to Claim 9, wherein R<sup>1</sup> is selected from Cl and C<sub>2</sub>-C<sub>4</sub> alkyl.

11. (original) A compound according to Claim 1, wherein R<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>5</sub>alkyl, -OC<sub>1</sub>-C<sub>5</sub>alkyl, and -SC<sub>1</sub>-C<sub>5</sub>alkyl, wherein C<sub>1</sub>-C<sub>5</sub>alkyl, -OC<sub>1</sub>-C<sub>5</sub>alkyl, and -SC<sub>1</sub>-C<sub>5</sub>alkyl are optionally substituted with 1-5 F.

12. (original) A compound according to Claim 1, wherein n is 2-3.

13. (original) A compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

R is C<sub>1</sub>-C<sub>4</sub> alkyl, which is optionally substituted with 1-3 F;

R<sup>1</sup> is selected from the group consisting of Cl and C<sub>2</sub>-C<sub>4</sub>alkyl;

R<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>5</sub>alkyl, -OC<sub>1</sub>-C<sub>5</sub>alkyl, and -SC<sub>1</sub>-C<sub>5</sub>alkyl, wherein C<sub>1</sub>-C<sub>5</sub>alkyl, -OC<sub>1</sub>-C<sub>5</sub>alkyl, and -SC<sub>1</sub>-C<sub>5</sub>alkyl are optionally substituted with 1-5 F;

R<sup>3</sup>, R<sup>4</sup>, A, and B are H;

X and Y are O; and

n is 2-3.

14. (original) A compound according to Claim 1, named below, or a pharmaceutically acceptable salt thereof:

5-{3-[2-Chloro-4-(2,2,2-trifluoro-ethoxy)-phenoxy]-propoxy}-2-methyl-2,3-dihydro-benzofuran-2-carboxylic acid,

5-{3-[4-(2,2-Dimethyl-propyl)-2-propyl-phenoxy]-propoxy}-2-methyl-2,3-dihydro-benzofuran-2-carboxylic acid,

5-[3-(2-Chloro-4-trifluoromethoxy-phenoxy)-propoxy]-2-methyl-2,3-dihydro-benzofuran-2-carboxylic acid,

5-{3-[4-(2,2-Dimethyl-propyl)-2-propyl-phenoxy]-propoxy}-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

2-Ethyl-5-[3-(2-propyl-4-trifluoromethylsulfanyl-phenoxy)-propoxy]-2,3-dihydro-benzofuran-2-carboxylic acid,

5-[3-(2-Chloro-4-trifluoromethylsulfanyl-phenoxy)-propoxy]-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

5-[3-(4-*tert*-Butyl-2-chloro-phenoxy)-propoxy]-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

5-[3-(2-Chloro-4-trifluoromethyl-phenoxy)-propoxy]-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

5-{3-[2-Chloro-4-(1,1-dimethyl-propyl)-phenoxy]-propoxy}-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2*S*)-5-[3-(2-Chloro-4-trifluoromethoxy-phenoxy)-propoxy]-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2S)-5-{3-[2-Chloro-4-(2,2-dimethyl-propyl)-phenoxy]-propoxy}-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2S)-5-{3-[2-Chloro-4-(2,2,2-trifluoro-ethoxy)-phenoxy]-propoxy}-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2S)-5-{3-[2-Chloro-4-(3,3,3-trifluoro-propyl)-phenoxy]-propoxy}-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2S)-5-{3-[2-Chloro-4-(2,2,2-trifluoro-ethyl)-phenoxy]-propoxy}-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

6-[3-(2-Chloro-4-trifluoromethoxy-phenoxy)-phenoxy]-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2S)-5-[4-(2-Chloro-4-trifluoromethoxy-phenyl)-butoxy]-2-ethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2R)-5-{3-[2-Chloro-4-(2,2-dimethyl-propyl)-phenoxy]-propoxy}-2-isopropyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2R)-5-[3-(2-Chloro-4-trifluoromethoxy-phenoxy)-phenoxy]-2-isopropyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2R)-5-{3-[2-Chloro-4-(2,2,2-trifluoro-ethyl)-phenoxy]-propoxy}-2-isopropyl-2,3-dihydro-benzofuran-2-carboxylic acid,

(2R)-5-[4-(2-Chloro-4-trifluoromethoxy-phenoxy)-butyl]-2-isopropyl-2,3-dihydro-benzofuran-2-carboxylic acid,

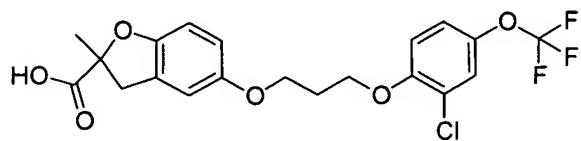
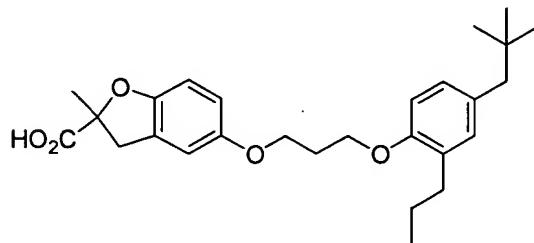
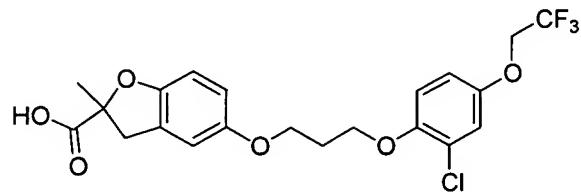
(2R)-2-*tert*-Butyl-5-{3-[2-chloro-4-(2,2,2-trifluoro-ethyl)-phenoxy]-propoxy}-2,3-dihydro-benzofuran-2-carboxylic acid,

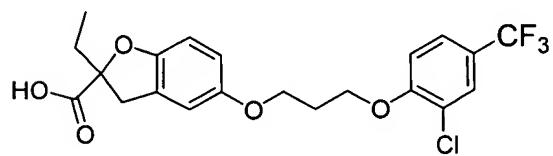
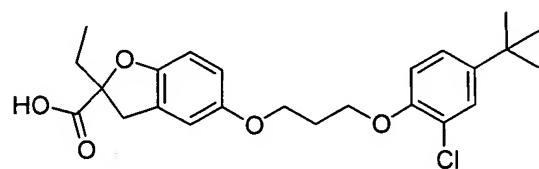
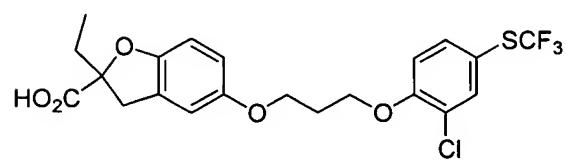
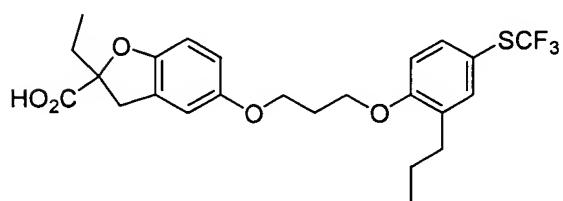
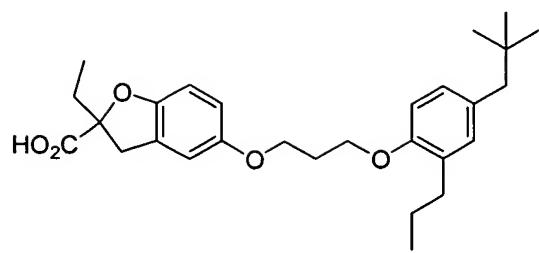
5-{3-[2-Chloro-4-(2,2,2-trifluoro-ethyl)-phenoxy]-propoxy}-2-trifluoromethyl-2,3-dihydro-benzofuran-2-carboxylic acid,

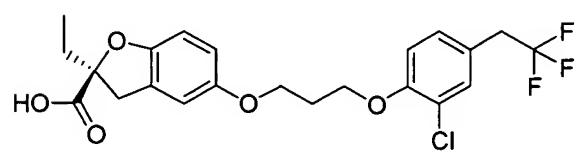
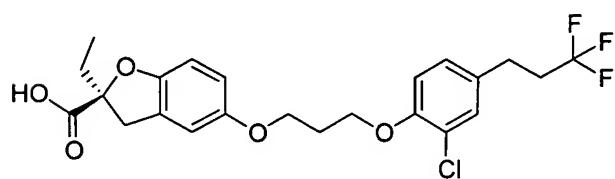
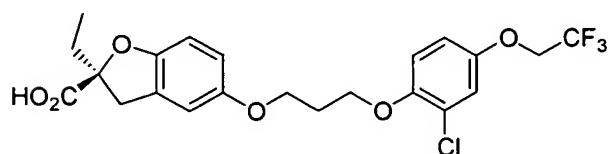
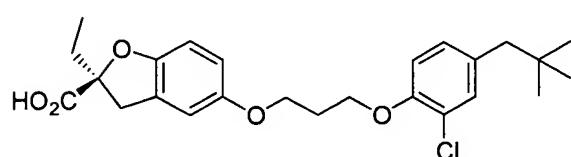
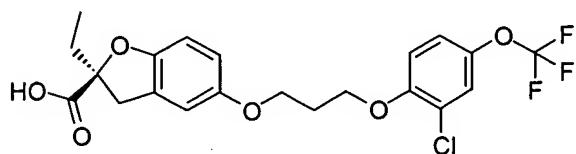
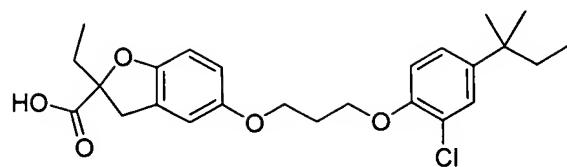
(2*R*)-5-[2-(2-Chloro-4-trifluoromethoxy-phenoxy)-ethoxy]-2-isopropyl-2,3-dihydro-benzofuran-2-carboxylic acid, and

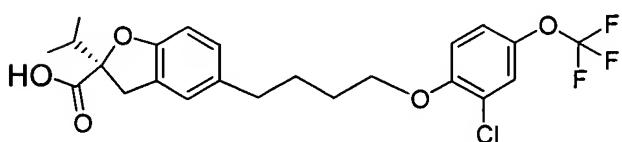
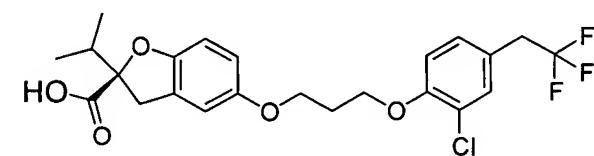
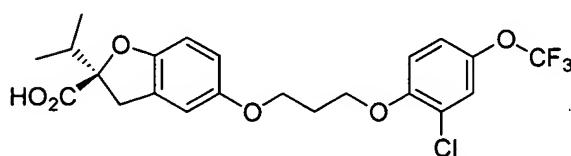
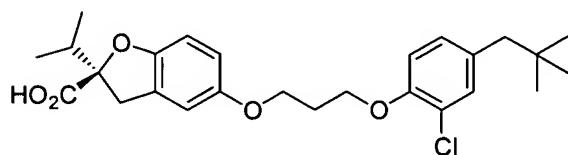
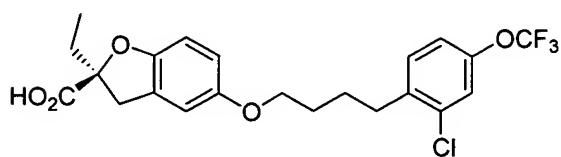
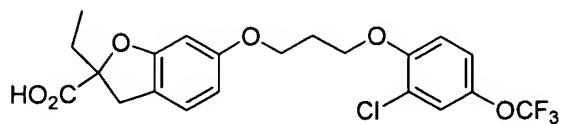
(2*R*)-2-*tert*-Butyl-5-[2-(2-chloro-4-trifluoromethoxy-phenoxy)-ethoxy]-2,3-dihydro-benzofuran-2-carboxylic acid.

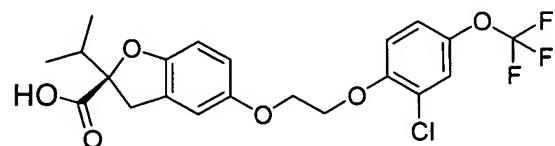
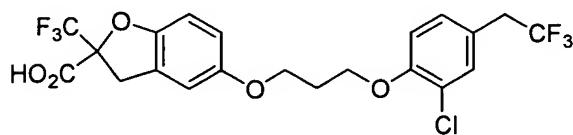
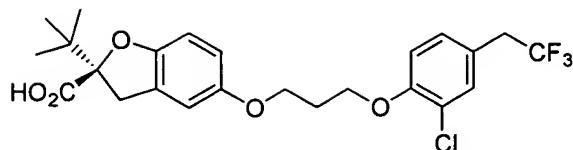
15. (original) A compound selected from the group consisting of the compounds below, or a pharmaceutically acceptable salt thereof:



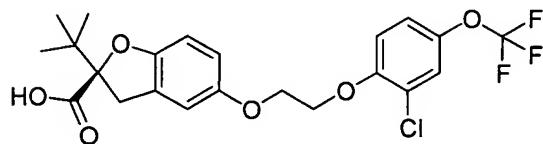








and



16. (original) A pharmaceutical composition comprising a compound of Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

Claim 17 (Cancelled)

18. (currently amended) A method for treating one or more ~~lipid~~ disorders, selected from the group consisting of dyslipidemia, hypercholesterolemia, ~~hyperlipidemia, hypertriglyceridemia,~~ low HDL levels, and high LDL levels in a patient in need of such treatment which comprises administering to said patient a therapeutically effective amount of a compound of Claim 1.

Claims 19-29 (Cancelled)

30. (previously presented) A pharmaceutical composition comprising (1) a compound according to Claim 1, or a pharmaceutically acceptable salt thereof; (2) one or more compounds selected from the group consisting of:

- (a) PPAR $\gamma$  agonists and partial agonists;
- (b) PPAR $\alpha/\gamma$  dual agonists;
- (c) other PPAR $\alpha$  agonists;
- (d) PPAR $\delta$  agonists;
- (e) Biguanides;
- (f) protein tyrosine phosphatase-1B (PTP-1B) inhibitors;
- (g) dipeptidyl peptidase IV (DP-IV) inhibitors;
- (h) insulin or insulin mimetics;
- (i) sulfonylureas;
- (j)  $\alpha$ -glucosidase inhibitors;
- (k) glucagon receptor antagonists;
- (l) glycogen phosphorylase inhibitors;
- (m) 11-Beta-HSD type 1 enzyme inhibitors;
- (n) 11-Beta-HSD type 1 receptor antagonists;
- (o) exendin-4, exendin-3, GLP-1, GLP-1 mimetics, and GLP-1 receptor agonists;
- (p) GIP, GIP mimetics, and GIP receptor agonists;
- (q) PACAP, PACAP mimetics, and PACAP receptor 3 agonists;
- (r) HMG-CoA reductase inhibitors;
- (s) Bile acid sequestrants;
- (t) nicotinyl alcohol, nicotinic acid or a salt thereof;
- (u) ezetimibe and other inhibitors of cholesterol absorption;
- (v) acyl CoA:cholesterol acyltransferase inhibitors (ACAT inhibitors);
- (w) phenolic anti-oxidants;
- (x) ileal bile acid transporter inhibitors;
- (y) agents intended for use in the treatment of inflammatory conditions;
- (z) antiobesity compounds;
- (aa) thyroid hormone mimetics;
- (bb) LXR agonists;
- (cc) FXR agonists;
- (dd) PLTP inhibitors;
- (ee) CETP inhibitors;
- (ff) glucocorticoids; and
- (gg) TNF sequestrants; and
- (3) a pharmaceutically acceptable carrier.